

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

June 19, 1995

19473

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of May 1, 1995 between the following parties:

Lessor: Helm-Atlantic Associates Limited  
Partnership  
1 Embarcadero Center, Suite 3500  
San Francisco, CA 94111

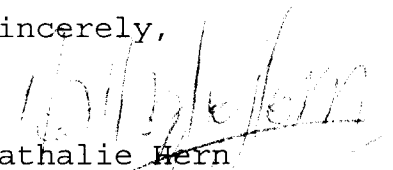
Lessee: Illinois Central Railroad  
17550 South Ashland Avenue  
Homewood, IL 60430

The equipment involved in this transaction is as follows:

Equipment: Sixteen (16) locomotives (See Exhibit A  
attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Hern  
Administrative Assistant

/nh

Enclosures (2)

19473

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of May 1, 1995 is intended to evidence the Locomotive Lease Agreement, dated as of May 1, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and ILLINOIS CENTRAL RAILROAD, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixteen (16) locomotives more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

ILLINOIS CENTRAL RAILROAD

By: Helm Atlantic Corporation,  
its General Partner

By: 

Title: President

Date: 6/12/95

By: 

Title: Mark A. Smith

Date: 5/23/95



EXHIBIT A

To the Memorandum of Locomotive Lease Agreement dated May 1, 1995 between Helm-Atlantic Associates Limited Partnership and Illinois Central Railroad.

<u>Equipment Description</u>	<u>Reporting Mark and Number</u>
Two (2) SD40-3 CLC equipped locomotives	HLCX 6000 HLCX 6100
Eleven (11) SD45-2 locomotives	HATX 900 HATX 901 HATX 902 HATX 903 HATX 904 HATX 905 HATX 906 HATX 907 HATX 908 HATX 909 HATX 910
Three (3) SD39 locomotives	HATX 351 HATX 352 HATX 353